

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

CRYSTALLEX INTERNATIONAL CORP.,)
)
Plaintiff,)
)
v.) Misc. No. 17-151-LPS
)
BOLIVARIAN REPUBLIC OF VENEZUELA,) **PUBLIC VERSION**
)
Defendant.)
)
_____)

**SPECIAL MASTER'S MONTHLY REPORT
FOR THE PERIOD ENDED OCTOBER 31, 2021**

Dated: November 23, 2021
PUBLIC VERSION dated: December 8, 2021

ROBERT B. PINCUS in his capacity as
Special Master for the United States District Court for the District of Delaware
108 Rockford Gove Lane
Wilmington, DE 19806

November 23, 2021

PUBLIC VERSION

BY HAND DELIVERY & CM/ECE

The Honorable Leonard P. Stark
United States District Court for the District of Delaware
J. Caleb Boggs Federal Building
844 North King Street
Wilmington, DE 19801-3570

Re: *Crystalllex International Corp. v. Bolivarian Republic of Venezuela*, D. Del. C.A. No. 1:17-mc-00151-LPS; Special Master's Monthly Report for the Period Ended October 31, 2021 (this "**Report**")

Dear Judge Stark:

By order dated April 13, 2021 [D.I. 258], Your Honor appointed me as Special Master in this case to design, oversee, and implement the sale of Petroleos de Venezuela, S.A.'s shares of PDV Holding Inc. On May 27, 2021, Your Honor issued the *Order Regarding Special Master* [D.I. 277] (the "**May 27 Order**")¹ setting forth, among other things, various obligations and duties applicable to the Special Master, the Parties, and ConocoPhillips (together with the Parties, the "**Sale Process Parties**"), including my obligation to provide the Court with a monthly report concerning my progress and efforts. The last report that I submitted to the Court was for the period ended September 30, 2021 [D.I. 377] (the "**September Report**"). I hereby write to provide this Report for the period since the September Report through October 31, 2021.

Summary of Events Taking Place this Period

During this period, I have undertaken the following actions, with the assistance of my advisors (collectively, the "**Advisors**"), in accordance with my duties and obligations set forth in the May 27 Order:

- Continued work streams to address questions and issues related to the Proposed Sale Procedures Order, which was filed with the Court on August 9, 2021 [D.I. 302] (as subsequently revised by D.I. 341-1 and D.I. 391-1), including questions and issues related to the report and recommendation (the "**Report**") filed contemporaneously therewith [D.I. 303]

¹ All capitalized terms used but not otherwise defined herein, have the meanings ascribed to such terms in the May 27 Order.

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- Prepared and filed a letter with the Court amending paragraph 53 of the Report at the request of the Venezuela Parties [D.I. 373].
- Reviewed and analyzed objections filed by the Sale Process Parties to the Proposed Sale Procedures Order, and responses thereto, in advance of the hearing scheduled for November 8, 2021 to consider entry of the Proposed Sale Procedures Order (the “**Hearing**”).
- Continued to attempt to narrow the areas of dispute relating to the Proposed Sale Procedures Order in advance of the Hearing.
- Met and conferred with certain of the Sale Process Parties in connection with a proposed form of order addressing disclosure requirements for Rosneft Trading S.A. and Petróleos de Venezuela, S.A regarding the outstanding obligations owed to such parties, if any, purported to be secured by a pledge of the equity of CITGO Holding, Inc.

Statement of Fees and Expenses

The May 27 Order requires that I submit an Itemized Statement of my fees and expenses on a monthly basis. During the period October 1 through October 31, 2021, I have incurred an aggregate of [REDACTED] of fees and expenses in connection with carrying out my duties as Special Master. This amount includes the monthly fees and expenses of counsel in connection with the matters contemplated by the May 27 Order. The Itemized Statement, attached as Annex B hereto, contains a breakdown of such fees and expenses among my Advisors and myself.

The initial budget that I filed with the Court on September 29, 2021 [D.I. 370-2] (the “**Initial Budget**”) estimated [REDACTED] for the period covered by this Monthly Report. The Initial Budget contemplated certain of the preparation work for the Hearing and efforts to narrow issues related to the Proposed Sale Procedures Order to be performed in October. A significant portion of such expenses were instead incurred in the first week of November and will be included in my next monthly report.

I respectfully request that Your Honor determine that such fees and expenses are regular and reasonable. A proposed form of order is enclosed for Your Honor’s consideration.

I am available at the convenience of the Court, should Your Honor have any questions.

Respectfully Yours,

/s/ Robert B. Pincus

Robert B. Pincus, in my capacity as
Special Master for the United States

The Honorable Leonard P. Stark

November 23, 2021

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District Court for the District of
Delaware

Enclosures

cc: All Counsel of Record (via CM/ECF and E-Mail)